

BEFORE THE NEVADA GAMING COMMISSION
AND THE STATE GAMING CONTROL BOARD

In the Matter of

POSTER FINANCIAL GROUP, INC.

(Registration) _____

ORDER OF REGISTRATION

THIS MATTER came on regularly for hearing before the State Gaming Control Board ("Board") on June 2, 2004, and before the Nevada Gaming Commission ("Commission") on June 17, 2004, at Carson City, Nevada; and

THE BOARD AND COMMISSION having considered all information pertinent hereto;

IT IS HEREBY ORDERED BY THE NEVADA GAMING COMMISSION UPON THE RECOMMENDATION OF THE STATE GAMING CONTROL BOARD:

1. THAT the following applications, as amended and supplemented, have been filed:

a. The applications of Poster Financial Group, Inc, for (i) registration as a publicly traded corporation and (ii) approval of a public offering;

b. The applications of GNLV, Corp. and GNL, Corp. for approval to guarantee securities and hypothecate assets in conjunction with 8 ¾% Senior Secured Notes Due 2011; and

c. The applications of Timothy Nicholas Poster and Thomas Charles Breitling as controlling shareholders of Poster Financial Group, Inc.

2. THAT Poster Financial Group, Inc. is registered as a publicly traded corporation and is found suitable as the sole shareholder of GNLV, Corp. and GNL, Corp.

3. THAT PB Gaming is registered as a holding company and is found suitable as a shareholder of Poster Financial Group, Inc.

4. THAT Timothy Nicholas Poster and Thomas Charles Breitling are each found suitable as a controlling shareholder of Poster Financial Group, Inc., such approval limited to expire at midnight of the 01/08 Commission meeting on the day the item is heard.

5. THAT GNLV, Corp., dba Golden Nugget, is licensed to conduct off-track pari-mutuel race wagering and nonrestricted gaming operations, including a race book and sports pool, at 129 Fremont Street, Las Vegas, and is licensed as a manufacturer and distributor, all licenses subject to such conditions or limitations as may be imposed by the Commission.

6. THAT GNL, Corp., dba Golden Nugget-Laughlin, is licensed to conduct off-track pari-mutuel race wagering and nonrestricted gaming operations, including a race book and sports pool, at 2300 South Casino Drive, Laughlin, and is licensed as a manufacturer and distributor, all licenses subject to such conditions or limitations as may be imposed by the Commission.

7. THAT Poster Financial Group, Inc., is granted approval, pursuant to NGC Regulation 16.110, to make a public offering of 8 ¾% Senior Secured Notes due 2011 ("Senior Secured Notes"), pursuant to and as more fully described in the SEC Form S-4 Registration Statement, as amended, (SEC Registration No. 333-114335).

8. THAT the approval set forth in Paragraph 7 is specifically conditioned as follows:

a. That Poster Financial Group, Inc., shall keep the Board's Corporate Securities Division continuously and promptly informed as to the progress of the public offering and as to any other event that would have a material effect on Poster Financial Group, Inc., or its subsidiaries which would be subject to reporting on SEC Form 8-K; and

b. That the approval granted herein may be rescinded without prior notice upon the issuance of an interlocutory stop order by the Chairman of the Board. Said interlocutory stop order, if issued, shall remain in effect until the interlocutory stop order is lifted by the Commission upon such terms as are satisfactory to the Commission.

9. THAT the Commission hereby delegates to the Chairman of the Board the authority to issue interlocutory stop orders for good cause, which shall remain in effect until lifted by the Commission as provided in Paragraph 8(b) above.

10. THAT Poster Financial Group, Inc. is granted approval, pursuant to NRS 463.510(1) and NGC Regulation 8.030 to pledge the equity securities of GNLV, Corp. and GNL, Corp. to Wells Fargo Bank, National Association, as Collateral Agent, in conjunction with the Senior Secured Notes, provided that:

a. This approval is pursuant to the fully executed Stock Pledge Agreement, dated January 23, 2004 ("Wells Fargo Pledge Agreement");

b. The prior approval of the Commission must be obtained before any foreclosure or transfer of any possessory security interest in such securities (except back to Poster Financial Group, Inc.) and before any other resort to the collateral or other enforcement of the security interest in such securities may occur; and

c. Pursuant to NGC Regulations 15.510.1-3 and 8.030(4)(a), the stock certificates of GNLV, Corp. and GNL, Corp., evidencing said pledge of the equity securities must at all times remain physically within the State of Nevada at a location designated to the Board and must be made available for inspection by agents or employees of the Board immediately upon request during normal business hours.

11. THAT Poster Financial Group, Inc. is granted approval, pursuant to NRS 463.510(1) and NGC Regulation 8.030 to pledge the equity securities of GNLV, Corp. and GNL, Corp. to Wells Fargo Foothill, Inc. as Administrative Agent, in conjunction with a Loan and Security Agreement dated January 23, 2004 ("Loan and Security Agreement"), provided that:

a. This approval is pursuant to the fully executed Stock Pledge Agreement (Borrower), dated January 23, 2004 (“Wells Fargo Foothill Pledge Agreement”);

b. The prior approval of the Commission must be obtained before any foreclosure or transfer of any possessory security interest in such securities (except back to Poster Financial Group, Inc.) and before any other resort to the collateral or other enforcement of the security interest in such securities may occur; and

c. Pursuant to NGC Regulations 15.510.1-3 and 8.030(4)(a), the stock certificates of GNLV, Corp. and GNL, Corp., evidencing said pledge of the equity securities must at all times remain physically within the State of Nevada at a location designated to the Board and must be made available for inspection by agents or employees of the Board immediately upon request during normal business hours.

12. THAT the Wells Fargo Pledge Agreement and the Wells Fargo Foothill Pledge Agreement shall not be further amended without the prior administrative approval of the Chairman of the Board or his designee. Such administrative approval may not be granted regarding amendments to the aforementioned pledge agreements that increase the number of shares of stock that are the subject of the pledges, or that change the identity of the Secured Party.

13. THAT in conjunction with the private placement and public offering of the Senior Secured Notes, and the Loan and Security Agreement, Poster Financial Group, Inc., is granted approval, pursuant to NGC Regulation 15.510.1-4 to place restrictions upon the transfer of, and to enter into an agreement not to encumber, the equity securities of GNLV, Corp. and GNL, Corp.

14. THAT in conjunction with the public offering of the Senior Secured Notes, GNLV, Corp. and GNL, Corp. are each granted approval, pursuant to NGC Regulation 16.100(3), to guarantee securities issued by Poster Financial Group, Inc., and to hypothecate their assets to

secure the payment or performance of obligations evidenced by the securities issued by Poster Financial Group, Inc.

15. THAT Poster Financial Group, Inc., shall establish and maintain a Gaming Compliance Plan ("Plan") for the purpose of, at a minimum, performing due diligence, determining the suitability of relationships with other entities and individuals, and to review and ensure compliance by Poster Financial Group, Inc., and its subsidiaries and any affiliated entities, with the Nevada Gaming Control Act (the "Act"), as amended, the Commission's Regulations (the "Regulations"), as amended, and the laws and regulations of any other jurisdiction in which Poster Financial Group, Inc., its subsidiaries and any affiliated entities operate. The Plan, any amendments thereto, and the members of the gaming compliance committee, one such member who shall be independent and knowledgeable of the Act and Regulations, shall be administratively reviewed and approved by the Chairman of the Board or his designee. Poster Financial Group, Inc., shall amend the Plan, or any element thereof, and perform such duties as may be requested or assigned by the Chairman of the Board or his designee relating to a review of activities relevant to the continuing qualifications of Poster Financial Group, Inc., under the provisions of the Act and Regulations.

16. THAT Poster Financial Group, Inc., shall fund and maintain with the Board a revolving fund in the amount of \$25,000 for the purpose of funding investigative reviews by the Board for compliance with the terms of this Order of Registration and any amendments thereto. Without limiting the foregoing, the Board shall have the right, without notice, to draw upon the funds of said account for the payment of costs and expenses incurred by the Board and its staff in the surveillance, monitoring, and investigative review of all activities of Poster Financial Group, Inc. its subsidiaries and any affiliated entities.

17. THAT PB Gaming, Inc. shall not, without the prior approval of the Commission, sell, assign, transfer, pledge or otherwise dispose of any equity securities of Poster Financial

Group, Inc. including any securities convertible into or exchangeable for securities of Poster Financial Group, Inc.

18. THAT, subject to the provisions of Paragraph 17, pursuant to NRS 463.625, Poster Financial Group, Inc. is exempted from compliance with NRS 463.585 through 463.615, inclusive, and shall instead comply with NRS 463.635 through 463.645, inclusive.

19. THAT, subject to the provisions of Paragraph 17, Poster Financial Group, Inc., is exempted from NGC Regulation 15, except for the provisions of NGC Regulations 15.510.2-1, 15.585.7-1 and 15.585.7-6, and shall instead comply with NGC Regulation 16.

20. THAT the Commission hereby expressly finds that the exemptions and conditions herein are consistent with the State policy set forth in NRS 463.0129 and 463.489.

21. THAT Poster Financial Group, Inc., is granted sixty (60) days from the date of this Order of Registration to have SEC Form S-4 Registration Statement No. 333-114335 declared effective by the SEC. If this Registration Statement is not declared effective by the SEC within said time period, unless administratively extended by the Chairman of the Board, then this Order of Registration shall be deemed withdrawn and rendered null and void.

ENTERED at Carson City, Nevada, this 17th of June 2004.